

The Honorable Karen A. Overstreet  
Chapter 11  
Hearing Location: 700 Stewart St., Rm. 7206  
Hearing Date: June 25, 2010  
Hearing Time 11:00 a.m.

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE**

In re

QL2 SOFTWARE, INC.  
316 Occidental Ave. S, Ste. 410  
Seattle, WA 98104

Debtor.

Case No. 10-10209  
ORDER APPROVING DISCLOSURE  
STATEMENTS AND SETTING PLAN  
CONFIRMATION DEADLINES AND NOTICE  
THEREOF

THIS MATTER came on before the Court pursuant to the Amended Notice of Hearing on Debtor's Disclosure Statement (Dkt #262) and the Notice of Hearing on Motion to Approve RateGain's Disclosure Statement (Dkt #284), the Court finding that notice and an opportunity for hearing were fair and adequate and in compliance with the Bankruptcy Code and Rules; the Court finding that on May 25, 2010, QL2 Software Inc. ("QL2" or "Debtor") filed the Debtor's Disclosure Statement ("Debtor's Disclosure Statement") and Debtor's and Hale Global's (Sponsor's) Joint Plan of Reorganization ("Debtor/Hale Plan"), and that on June 18, 2010, RateGain IT Solutions Pvt. Ltd. ("RateGain") filed its Disclosure Statement ("RateGain Disclosure Statement"), Competing Chapter 11 Plan of Reorganization and Supplemental Filing of Exhibit A ("RateGain Plan"); the Court finding that in response to the Debtor's Disclosure

ORDER APPROVING DISCLOSURE  
STATEMENTS AND SETTING PLAN  
CONFIRMATION DEADLINES - 1

*Law Offices*  
**KARR TUTTLE CAMPBELL**  
*A Professional Service Corporation*  
#758660 v1 / 40548-002  
1201 Third Avenue, Suite 2900, Seattle, Washington 98101-3028  
Telephone (206) 223-1313, Facsimile (206) 682-7100

1 Statement Borcich filed an Objection (Dkt #260) and the Unsecured Creditors Committee filed a  
2 Response (Dkt #270), and that in response to the RateGain Disclosure Statement, Borcich filed  
3 an Objection (Dkt #286) and Hale Global filed an Objection (Dkt #292); the Court finding that  
4 the Debtor, Borcich, the Committee and Tumelsons agreed to certain changes in the Debtor's  
5 Disclosure Statement and Debtor/Hale Plan, as reflected in the marked versions attached as  
6 Exhibits And B to Debtor's Omnibus Reply to Responses to Disclosure Statement (Dkt #291);  
7 and the Court finding that RateGain, Borcich, and Hale Global agreed to certain changes in the  
8 RateGain Disclosure Statement and the RateGain Plan, as reflected in the marked versions filed  
9 with the court (Dkt #294, #295) and in the Reply to the Objections filed by RateGain (Dkt #293);  
10 and the Court finding that Borcich's remaining objections should be overruled, but finding that  
11 RateGain should provide supplementary information regarding its calculation of equity and  
12 claims; and otherwise finding that the revised Debtor's Amended Disclosure Statement and  
13 RateGain's Amended Disclosure Statement contain adequate information as required by 11  
14 U.S.C. § 1125; and the Court otherwise being fully advised now, therefore it is hereby  
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18 ORDERED, and notice is hereby given, that:

19 1. The Debtor's Amended Disclosure Statement is approved. Debtor shall promptly  
20 file a clean version of its Amended Disclosure Statement.  
21

22 2. RateGain's Amended Disclosure Statement is approved. RateGain shall promptly  
23 file a clean version of its Amended Disclosure Statement.  
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25 3. July 30, 2010 at 5:00 p.m. is the deadline for submitting written acceptances or  
26 rejections of the competing Plans. Acceptances or rejections shall be submitted by ballot in a  
27 form substantially similar to the one attached as Exhibit A. Completed ballots will not be  
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ORDER APPROVING DISCLOSURE  
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CONFIRMATION DEADLINES - 2

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1 counted unless they are received by the deadline at the following address by hand delivery, mail,  
2 facsimile, or email:

3  
4 KARR TUTTLE CAMPBELL  
1201 Third Avenue, Suite 2900  
5 Seattle, WA 98101  
6 Attention: Marti Munhall  
Tel (206) 223-1313  
7 Fax (206) 682-7100  
e-mail: [mmunhall@karrtuttle.com](mailto:mmunhall@karrtuttle.com)

8 4. By July 2, 2010, Debtor shall mail to all creditors, equity security holders, parties  
9 in interest, parties requesting special notice and the United States Trustee, copies of (a) this  
10 Order without exhibits: (a) a clean version of the Debtor's Revised Disclosure Statement with a  
11 cover letter from Hale and/or the Debtor; (b) the Debtor/Hale Plan; (c) a clean version of  
12 RateGain's Revised Disclosure Statement with a cover letter from RateGain; (d) the RateGain  
13 Plan; (d) a letter from the Unsecured Creditors' Committee; and (e) a ballot substantially similar  
14 to the one attached as Exhibit A.  
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16  
17 5. The hearing to consider confirmation of the Debtor/Hale Plan and the RateGain  
18 Plan is scheduled as follows:

19 Judge: The Honorable Karen A. Overstreet

20 Place: United States Bankruptcy Court  
21 700 Stewart Street, Room 7206  
22 Seattle, WA 98101

23 Date: August 6, 2010

24 Time: 11:00 a.m.  
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28 ORDER APPROVING DISCLOSURE  
STATEMENTS AND SETTING PLAN  
CONFIRMATION DEADLINES - 3

Law Offices  
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1           6.       July 30, 2010, is the deadline for filing and serving written objections to  
2 confirmation of the Debtor/Hale Plan and the RateGain Plan. Unless filed electronically, the  
3 original of any written objection should be filed with the Court at the following address:  
4

5           United States Bankruptcy Court  
6           Attn: Clerk's Office  
7           700 Stewart Street, #6301  
8           Seattle, WA 98101

9           Unless filed electronically, copies of any written objection should be served on all of the  
10          following:

11          Diana K. Carey  
12          Karr Tuttle Campbell  
13          1201 Third Avenue, Ste. 2900  
14          Seattle, WA 98101  
15          (Debtor's counsel)

16          Thomas A. Buford  
17          Office of the U.S. Trustee  
18          United States Courthouse  
19          700 Stewart Street, Ste. 5103  
20          Seattle, WA 98101-1271

21          Alan D. Smith  
22          Perkins Coie  
23          1201 Third Avenue, Ste. 4800  
24          Seattle, WA 98101-3099  
25          (Hale Global's counsel)

26          Amit Ranade  
27          Hillis Clark Marti & Peterson, P.S.  
28          1221 Second Ave. Suite 500  
            Seattle, WA 98101-2925  
            (RateGain's counsel)

1           7.       Debtor shall file a ballot summary report no later than 12:00 noon Tuesday,  
2 August 3, 2010. Any replies to objections to confirmation shall be filed and served no later than  
3 12:00 noon Wednesday, August 4, 2010.

4           8.       A copy of this Order without exhibits shall constitute notice of all matters herein  
5 and no separate notice is required.

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28 ORDER APPROVING DISCLOSURE  
STATEMENTS AND SETTING PLAN  
CONFIRMATION DEADLINES - 4

Law Offices  
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Telephone (206) 223-1313, Facsimile (206) 682-7100

1 DATED this \_\_\_\_ day of \_\_\_\_\_, 2010.

2  
3 *Karen A. Coerth* <sup>at</sup>  
4 United States Bankruptcy Judge  
5 (Dated as of Entered on Docket date above)

6 Presented by:

7 KARR TUTTLE CAMPBELL

8 /s/ Diana K. Carey *Diana K. Carey*  
9 By: \_\_\_\_\_  
10 Diana K. Carey, WSBA #16239  
11 Attorneys for Debtor QL2 Software, Inc.  
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28 ORDER APPROVING DISCLOSURE  
STATEMENTS AND SETTING PLAN  
CONFIRMATION DEADLINES - 5

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# EXHIBIT A

UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF WASHINGTON  
AT SEATTLE

In re

in re QL2 SOFTWARE, INC.,

Debtor.

Case No. 10-10209- KAO

**BALLOT FOR ACCEPTANCE OR REJECTION OF  
PLANS OF REORGANIZATION**

§

Creditor/Interest Holder (name)

Amount of Claim

Class Number (see below)

EXPLANATION

On \_\_\_\_\_, 2010, the court approved two Disclosure Statements: one filed by the Debtor ("**QL2**", "**Debtor**" or "**Company**") accompanying the Debtor's and Hale Global's (Sponsor's) Joint Plan of Reorganization ("Debtor/Hale Plan"), and one filed by RateGain IT Solutions Pvt. Ltd. ("**RateGain**") accompanying RateGain's Competing Plan of Reorganization ("RateGain Plan") (collectively, "Plans"). One of these Plans can be confirmed by the Bankruptcy Court and thereby may be binding on you if more than one-half in number of claimants voting, **and** at least two-thirds in amount of the allowed claims of such voting claimants in each class of claims vote to accept the Plan. (Note: the classes are the same in both Plans.) If at least two-thirds in amount of the shares eligible to vote have voted in a class of equity interests accept one or both of the Plans, such Class will be deemed to have accepted the Plan(s). For purposes of determining whether a class of claims or interests has accepted or rejected the Plan(s), only the votes of those who (a) are in an impaired class; (b) have timely returned their ballots; and (c) are eligible to vote will be considered. If impaired, you may vote to accept one or both Plans, and if you accept both Plans, you may still indicate a preference. Those creditors or interests which are unimpaired may not vote but may still express a preference between the two Plans. The various classes are listed below, along with the designation of impairment or unimpairment by the plan proponents of each of the two Plans. Other parties may dispute these designations.

You should review the two Disclosure Statements and Plans before you vote. You may wish to seek legal advice concerning the Plans and your classification and treatment under the Plans. If one of the Plans is confirmed by the Court, it will be binding on you regardless of whether you vote.

In the event the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm one of the Plans if the Bankruptcy court finds that the accepted plan accords fair and equitable treatment to any class that has rejected it and otherwise satisfies the requirements of 11 U.S.C. § 1129(b). If you hold claims or interests in more than one class you are entitled to cast a vote in each class in which you hold a claim or interest. If you cast a vote in more than one class you should return multiple ballots, one for your vote in each class. **To have your vote(s) and preference(s) count, you must complete and return this ballot so that it is received by Debtor's counsel at the address set forth on this ballot, by no later than 5:00 p.m. P.D.T., July 30, 2010.**

The undersigned, a creditor or interest holder of QL2 Software, Inc. votes as follows:

**Debtor/Hale Plan**  
☐ Accept ☐ Reject

**RateGain Plan**  
☐ Accept ☐ Reject

**Prefers:** ☐ Debtor/Hale Plan ☐ RateGain Plan

**Note:** If your class is impaired, you may vote to accept or reject either or both of the Plans, and you may express a preference. If your class is unimpaired, you may not vote but you may express a preference for one plan over the other.

If no box is checked, your return of this ballot will be deemed an acceptance of both plans and an expression of no preference as to either plan.

DATED: July \_\_, 2010

Print or type name: \_\_\_\_\_

Signature: \_\_\_\_\_

Its (title): \_\_\_\_\_

Company name (if applicable): \_\_\_\_\_

Address: \_\_\_\_\_

YOUR BALLOT MUST BE MAILED, OR FAXED, or E-MAILED, SO THAT IT IS RECEIVED ON OR BEFORE 5:00 P.M., P.D.T., July 30, 2010 TO THE FOLLOWING:

Attn: Marti Munhall  
Karr Tuttle Campbell  
1201 Third Avenue, Suite 2900  
Seattle, WA 98101

Tel (206) 223-1313  
Fax (206) 682-7100  
e-mail: mmunhall@karrtuttle.com

**Classification**

**Impairment**

**Debtor/Hale Plan**

**RateGain Plan**

Class 1: Sponsor (Hale Global)	Impaired	Unimpaired
Class 2: Tumelsons	Impaired	Impaired
Class 3: Graham & Dunn	Unimpaired	Unimpaired
Class 4: Other Secured Claims	Unimpaired	Unimpaired
Class 5: Allowed Priority Claims	Unimpaired	Unimpaired
Class 6: Allowed General Unsecured Claims	Unimpaired	Unimpaired
Class 7: Old Preferred Shareholders (Borcich)	Unimpaired	Impaired
Class 8: Old Common Shareholders	Impaired	Impaired